

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

**SPECIAL MASTER'S MONTHLY REPORT
FOR THE PERIOD OF OCTOBER 1, 2024 TO DECEMBER 31, 2024**

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Counsel for Special Master Robert B. Pincus

Dated: March 4, 2025
12084092 / 21202.00001

ROBERT B. PINCUS in his capacity as
Special Master for the United States District Court for the District of Delaware
PO Box 4570
Wilmington, DE 19807

Dated: March 4, 2025

BY HAND DELIVERY & CM/ECF

The Honorable Leonard P. Stark
United States District Court for the District of Delaware
J. Caleb Boggs Federal Building
844 North King Street
Wilmington, DE 19801-3570

Re: *Crystallex International Corp. v. Bolivarian Republic of Venezuela*, D. Del. C.A. No. 1:17-mc-00151-LPS; Special Master's Monthly Report for the Period of October 1, 2024 to December 31, 2024 (this "**Report**")

Dear Judge Stark:

By order dated April 13, 2021 [D.I. 258], Your Honor appointed me as Special Master in this case to design, oversee, and implement the sale of Petroleos de Venezuela, S.A.'s ("**PDVSA**") shares of PDV Holding Inc. On May 27, 2021, Your Honor issued the *Order Regarding Special Master* [D.I. 277] (the "**May 27 Order**")¹ setting forth, among other things, various obligations and duties applicable to the Special Master, the Parties, and ConocoPhillips (together with the Parties, the "**Sale Process Parties**"), including my obligation to provide the Court with a periodic status report concerning my progress and efforts. The last report that I submitted to the Court was for the period ending September 30, 2024 [D.I. 1430] (the "**September 2024 Report**"). I hereby write to provide this Report for the period since the September 2024 Report through December 31, 2024.

Summary of Events Taking Place in October 2024 through December 2024

During October 2024 through December 2024, I have undertaken the following actions, with the assistance of my advisors (collectively, the "**Advisors**"), in accordance with my duties and obligations set forth in the May 27 Order:

¹ All capitalized terms used but not otherwise defined herein, have the meanings ascribed to such terms in the May 27 Order and the Sixth Revised Proposed Order (A) Establishing Sale and Bidding Procedures, (B) Approving Special Master's Report and Recommendation Regarding Proposed Sale Procedures Order, (C) Affirming Retention of Evercore as Investment Banker by Special Master and (D) Regarding Related Matters [D.I. 481] (the "**Sale Procedures Order**").

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- Engaged in various work streams related to the Marketing Process in furtherance of my obligations under the Sale Procedures Order, including:
 - Reviewing and commenting on disclosure schedules prepared by CITGO and reviewing documents in the Data Room (as defined in the Bidding Procedures) for the preparation of the same;
 - Meeting and conferring with CITGO's management team and advisors to address legal diligence requests and changes to disclosure schedules;
 - Reviewing and analyzing the Bid (as defined in the Bidding Procedures) of Amber Energy Inc. ("Amber Energy"), including the alternative Amber Energy bid;
 - Evaluating potential transaction structures with my Advisors, including related to the trust structure contemplated by the Amber Energy SPA;
 - Conferring with Amber Energy regarding the terms of its Bid and a possible alternative transaction;
 - Preparing documentation related to a potential Sale Transaction with Amber Energy, including the Stock Purchase Agreement ("SPA"), trust agreement, disclosure schedules, bidder protections, and other related documentation, conducting analysis and research related thereto, and negotiating the same with Amber Energy;
 - Preparing a revised draft SPA in response to the Court's *Order* dated November 20, 2024 [D.I. 1433] and the briefing related thereto;
 - Reviewing documents to be shared in response to discovery requests from the Venezuela Parties and Additional Judgment Creditors;
 - Conducting research regarding various issues related to the sale procedures and sale process in preparation for the Special Master's recommendation;
 - Preparing the Special Master's recommendation and related documents;
 - Meeting with and updating OFAC on the progress of the sale process and preparing documentation regarding OFAC license;
 - Meeting and consulting with the Sale Process Parties regarding the evaluation of the Amber Energy bids;
 - Meeting and consulting with the Sale Process Parties and Additional Judgment Creditors, as applicable, regarding numerous features of the sale

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process, including general bidder protections, material SPA terms, and bid evaluation criteria;

- Engaging with potential bidders and potential financing sources regarding the re-opening of the Data Room in December 2024;
- Negotiation of NDAs with potential bidders and potential financing sources; and
- Conducting additional marketing reach-out in connection with the re-opening of the Data Room in December 2024.
- Engaged in various work streams related to the cases titled *Girard Street Investment Holdings, LLC v. PDV Holding, Inc.*, Case No. 24-cv-448 (S.D.N.Y.) and *G&A Strategic Investments I LLC v. PDV Holding, Inc.*, 2024-36664 (S.D. Tex.), (together, the “*Alter Ego Cases*”), including:
 - Reviewing and analyzing motions and related filings in the Alter Ego Cases;
 - Conducting research and analysis related to the alter ego claims in the Alter Ego Cases, and considering strategy related to the same; and
 - Preparing and filing numerous letters to the Court regarding the Alter Ego Cases, including:
 - Special Master’s October 8, 2024 *Letter to the Honorable Leonard P. Stark* for an extension request regarding the Court’s October 2, 2024 Oral Order [D.I. 1356];
 - Special Master’s October 18, 2024 *Letter to the Honorable Leonard P. Stark* in response to the Court’s October 2, 2024 Oral Order [D.I. 1374]; and
 - Special Master’s November 6, 2024 *Letter to the Honorable Leonard P. Stark* in reply to the submissions by ConocoPhillips, Crystalex, Siemens, the Venezuela Parties, and the Alter Ego Claimants in response to the Special Master’s October 18, 2024 Letter [D.I. 1415].
 - Prepared for and attended the October 1, 2024 hearing regarding the status of the Sale Process, the *Special Master’s Motion to Enjoin the Alter Ego Claimants from Enforcing Claims Against the Republic or PDVSA by Collecting from PDVH or its Subsidiaries in Other Forums* [D.I. 1248], and *The Bolivarian Republic of Venezuela and PDVSA’s Motion for a Short Pause in the Sale Process* [D.I. 1272].

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- Prepared and filed numerous pleadings and briefs, and engaged with parties-in-interest related thereto, including:
 - *Notice of Unredacted Copies of Special Master's Opposition to PDVH and CITGO's Objection to the Special Master's Material Modification of the Sale Procedures Order* [D.I. 1344].
 - *Special Master's Monthly Report for the Period Ended July 31, 2024* [D.I. 1360].
 - Special Master's October 18, 2024 *Joint Status Report* [D.I. 1373].
 - *Special Master's Monthly Report for the Period Ended August 31, 2024* [D.I. 1404].
 - *Special Master's Response to the Bolivarian Republic of Venezuela's Motion for Expedited Consideration of its Motion to Enforce Access to Stock Purchase Agreement and Service of Papers* [D.I. 1413].
 - Special Master's November 6, 2024 *Joint Status Report* [D.I. 1414].
 - *Special Master's Brief in Opposition to the Bolivarian Republic of Venezuela's Motion to Enforce Access to Stock Purchase Agreement and Service of Papers* [D.I. 1429].
 - *Special Master's Opening Position in Response to Court's November 20, 2024 Order* [D.I. 1445].
 - *Notice of Filing of Unredacted Stock Purchase Agreement* [D.I. 1446].
 - *Special Master's Monthly Report for the Period Ended September 30, 2024* [D.I. 1430].
 - *Special Master's Omnibus Response to Opening Positions on the Court's November 20, 2024 Order* [D.I. 1455].
 - *Special Master's Omnibus Reply to Opening Positions on the Court's November 20, 2024 Order* [D.I. 1481].
 - *Special Master's Omnibus Response to Objections to Special Master's Monthly Report for the Period Ended September 30, 2024* [D.I. 1489].
 - *Special Master's Proposal Regarding Future Billings* [D.I. 1506].
 - Special Master's December 23, 2024 *Joint Status Report* [D.I. 1510].

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- Prepared for and attended the December 13, 2024 hearing regarding the status of the Sale Process and the Court's November 20, 2024 Order [D.I. 1433].

Statement of Fees and Expenses

The May 27 Order requires that I submit an Itemized Statement of my fees and expenses to the Court. During the period from October 1, 2024 to December 31, 2024, my Advisors and I have incurred an aggregate of \$6,120,177.82 of fees and expenses in connection with carrying out my duties as Special Master, as shown in the table below. Pursuant to the Sale Procedures Order, the *Memorandum Order* dated January 8, 2024 [D.I. 838] (the “**January 8 Order**”), and the *Oral Order* dated January 24, 2024 [D.I. 886] (the “**January 24 Order**”), each Sale Process Party and Additional Judgment Creditor² is required to make prompt payment of its allocation of Transaction Expenses as a condition to retaining its status as an Additional Judgment Creditor. Following the approval by the Court of the Transaction Expenses described in this Report, the Special Master will send an invoice to each Sale Process Party and Additional Judgment Creditor setting forth the amount such party is required to pay, as well as wire instructions for payment. All Transaction Expenses will be paid per capita by each Sale Process Party and Additional Judgment Creditor.

	October 2024	November 2024	December 2024
Special Master	\$27,645.00	\$34,327.50	\$49,625.00
Weil, Gotshal & Manges LLP	\$2,294,946.14	\$1,648,782.95	\$1,187,762.51
Evercore	\$358,651.80	\$205,343.53	\$202,913.92
Potter Anderson & Corroon LLP	\$27,940.50	\$44,181.50	\$25,953.47
Santora CPA Group	\$4,372.50	\$4,354.50	\$3,377.00
Total for Each Month	\$2,713,555.94	\$1,936,989.98	\$1,469,631.90
Total for Period		\$6,120,177.82	

This amount includes the monthly fees and expenses of counsel in connection with the matters described above and the monthly fees of my financial advisor, Evercore, for October, November, and December, in connection with their assistance with the preparation for the Marketing Process, including the performance of due diligence and related analysis. The Itemized Statements for October 2024, November 2024, and December 2024, attached hereto as Annex AA. Annex BB, and Annex CC, respectively, contain a breakdown of such fees and expenses among my Advisors and myself.

² On February 26, 2025, Rudi Lovati (“**Lovati**”) and Alessandro Lucibello Piani (“**Piani**” together with Lovati, the “**Lovati Plaintiffs**”) of the related case *Lovati v. Bolivian Republic of Venezuela*, C.A. No. 1:23-MC-340-LPS notified the Court that they were formally withdrawing their status as an Additional Judgment Creditor (D.I. 1573). With this action, the Lovati Plaintiffs will no longer be responsible for future billed invoices starting with October 2024. The Lovati Plaintiffs have acknowledged that, by withdrawing their status as an Additional Judgment Creditor, they will not be entitled to recover from proceeds of the sale of the PDVH Shares.

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Compliance with December 31 Order

In accordance with the Court's *Oral Order* dated December 31, 2024 [D.I. 1516] (the "**December 31 Order**") regarding the Special Master's billing practices, on January 15, 2025, I delivered to the Sale Process Parties and Additional Judgment Creditors a budget of anticipated expenses and billing for the first quarter of fiscal year 2025.

Further, as directed by the Court in the December 31 Order, I requested that Weil take a voluntary write-off of fees incurred in October 2024, November 2024, and December 2024.³ In response, Weil incurred a one-time voluntarily write-off of 10% of its fees in each month. Consistent with the December 31 Order, I will provide an explanation of Weil's write-off to the Sale Process Parties and Additional Judgment Creditors substantially concurrently with the filing of this report.

In connection with my forthcoming status report for the period ended January 31, 2025, I will, consistent with the Court's direction related to revised billing procedures beginning in January 2025, describe (i) the efforts of my counsel to reduce the number of timekeepers billing to this matter and to ensure that all times entries will be sufficiently detailed to allow others to understand the work that was performed, and (ii) my inquiry of each of my advisors, including counsel, as to their justification for charging non-discounted rates, if applicable.

I respectfully request that Your Honor determine that such fees and expenses are regular and reasonable. A proposed form of order is enclosed for Your Honor's consideration.

I am available at the convenience of the Court, should Your Honor have any questions.

Respectfully Yours,

/s/ Robert B. Pincus

Robert B. Pincus, in my capacity as Special Master for the United States District Court for the District of Delaware

Enclosures

cc: All Counsel of Record (via CM/ECF and E-Mail)

³ After reviewing the invoices submitted by my other advisors for the applicable periods, I determined that requesting voluntary write-offs would not be appropriate given the limited nature of their fees incurred, either by virtue of their monthly fixed-fee structure (e.g., Evercore) or their limited hourly work (e.g., Potter Anderson and Santora Group).